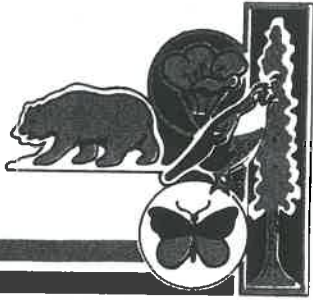


1948881



**State
of
California**
SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript has been compared with
the corporate record on file in this office, of which it
purports to be a copy, and that same is full, true and
correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 21 1995



Bill Jones

Secretary of State

1948881

ARTICLES OF INCORPORATION
OF
ASSOCIATION OF COMPOST PRODUCERS

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

SEP 20 1995

BILL JONES, Secretary of State

I

The name of this corporation is ASSOCIATION OF COMPOST PRODUCERS.

II

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Stanley A. Harter
599 North "E" Street, Suite 205
San Bernardino, California 92401

IV

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.


Stanley A. Harter